

## FORM D

Notice of Exempt  
Offering of Securities

## U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

1451723

OMB APPROVAL

OMB Number: 3235-0076

Expires: November 30, 2008

Estimated average burden  
hours per response: 4.00

## Item 1. Issuer's Identity

Name of Issuer

Mountain V 2008-C Drilling Program

Jurisdiction of Incorporation/Organization

Pennsylvania

Previous Name(s)

☒ None

Entity Type (Select one)

☐ Corporation☒ Limited Partnership☐ Limited Liability Company☐ General Partnership☐ Business Trust☐ Other (Specify)Year of Incorporation/Organization  
(Select one)☐ Over Five Years Ago☒ Within Last Five Years  
(specify year)

2008

☐ Yet to Be Formed(If more than one issuer is filing this notice, check this box ☐ and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

## Item 2. Principal Place of Business and Contact Information

Street Address 1

104 Heliport Drive

City

Bridgeport

State/Province/Country

WV

Street Address 2

ZIP/Postal Code

26330

Phone No.

304-842-6321

PROCESSED

DEC 11 2008

THOMSON REUTERS

## Item 3. Related Persons

Last Name

M.S.G.O., LLC

First Name

(managing general partner)

Middle Name

Street Address 1

104 Heliport Drive

City

Bridgeport

State/Province/Country

WV

Street Address 2

ZIP/Postal Code

26330



08065307

Relationship(s): ☐ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary) See Continuation Page for Item 3

(Identify additional related persons by checking this box ☐ and attaching Item 3 Continuation Page(s).)

## Item 4. Industry Group (Select one)

☐

Agriculture

Banking and Financial Services

☐ Commercial Banking☐ Insurance☐ Investing☐ Investment Banking☐ Pooled Investment FundIf selecting this industry group, also select one fund  
type below and answer the question below:☐ Hedge Fund☐ Private Equity Fund☐ Venture Capital Fund☐ Other Investment FundIs the issuer registered as an investment  
company under the Investment Company  
Act of 1940? ☐ Yes ☐ No☐ Other Banking & Financial Services☐

Business Services

Energy

☐ Electric Utilities☐ Energy Conservation☐ Coal Mining☐ Environmental Services☒ Oil & Gas☐ Other Energy

Health Care

☐ Biotechnology☐ Health Insurance☐ Hospitals & Physicians☐ Pharmaceuticals☐ Other Health Care☐

Manufacturing

Real Estate

☐ Commercial☐

Construction

☐

REITS &amp; Finance

☐

Residential

☐

Other Real Estate

☐

Retailing

☐

Restaurants

Technology

☐ Computers☐ Telecommunications☐ Other Technology

Travel

☐ Airlines & Airports☐ Lodging & Conventions☐ Tourism & Travel Services☐ Other Travel☐

Other

**Item 5. Issuer Size (Select one)**

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- ☐ No Revenues
- ☐ \$1 - \$1,000,000
- ☐ \$1,000,001 - \$5,000,000
- ☐ \$5,000,001 - \$25,000,000
- ☐ \$25,000,001 - \$100,000,000
- ☐ Over \$100,000,000
- ☒ Decline to Disclose
- ☐ Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- ☐ No Aggregate Net Asset Value
- ☐ \$1 - \$5,000,000
- ☐ \$5,000,001 - \$25,000,000
- ☐ \$25,000,001 - \$50,000,000
- ☐ \$50,000,001 - \$100,000,000
- ☐ Over \$100,000,000
- ☐ Decline to Disclose
- ☐ Not Applicable

**Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)**

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))
- ☐ Rule 504(b)(1)(i)
- ☐ Rule 504(b)(1)(ii)
- ☐ Rule 504(b)(1)(iii)
- ☐ Rule 505
- ☒ Rule 506
- ☐ Securities Act Section 4(6)

Investment Company Act Section 3(c)

- ☐ Section 3(c)(1)
- ☐ Section 3(c)(2)
- ☐ Section 3(c)(3)
- ☐ Section 3(c)(4)
- ☐ Section 3(c)(5)
- ☐ Section 3(c)(6)
- ☐ Section 3(c)(7)

- ☐ Section 3(c)(9)
- ☐ Section 3(c)(10)
- ☐ Section 3(c)(11)
- ☐ Section 3(c)(12)
- ☐ Section 3(c)(13)
- ☐ Section 3(c)(14)

**Item 7. Type of Filing**☒ New Notice **OR** ☐ AmendmentDate of First Sale in this Offering:  **OR** ☐ First Sale Yet to Occur**Item 8. Duration of Offering**Does the issuer intend this offering to last more than one year? ☐ Yes ☒ No**Item 9. Type(s) of Securities Offered (Select all that apply)**

- ☒ Equity
- ☐ Debt
- ☐ Option, Warrant or Other Right to Acquire Another Security
- ☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☐ Pooled Investment Fund Interests
- ☐ Tenant-in-Common Securities
- ☐ Mineral Property Securities
- ☐ Other (Describe)

**Item 10. Business Combination Transaction**Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

**Item 11. Minimum Investment**Minimum investment accepted from any outside investor \$ **10,000.00****Item 12. Sales Compensation**

Recipient

See Exhibit A attached hereto and made a part hereof.

Recipient CRD Number

☐ No CRD Number

(Associated) Broker or Dealer

☐ None

(Associated) Broker or Dealer CRD Number

☐ No CRD Number

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

States of Solicitation ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input checked="" type="checkbox"/> AZ	<input checked="" type="checkbox"/> AR	<input checked="" type="checkbox"/> CA	<input checked="" type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input checked="" type="checkbox"/> FL	<input checked="" type="checkbox"/> GA	<input type="checkbox"/> HI	<input checked="" type="checkbox"/> ID
<input checked="" type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input checked="" type="checkbox"/> MA	<input checked="" type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input checked="" type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input checked="" type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input checked="" type="checkbox"/> OR	<input checked="" type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input checked="" type="checkbox"/> TX	<input checked="" type="checkbox"/> UT	<input type="checkbox"/> VT	<input checked="" type="checkbox"/> VA	<input checked="" type="checkbox"/> WA	<input type="checkbox"/> WV	<input checked="" type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

(Identify additional person(s) being paid compensation by checking this box ☐ and attaching Item 12 Continuation Page(s).)**Item 13. Offering and Sales Amounts**

(a) Total Offering Amount

\$ **3,204,500.00**OR ☐ Indefinite

(b) Total Amount Sold

\$ **3,204,500.00**(c) Total Remaining to be Sold  
(Subtract (a) from (b))\$ **0.00**OR ☐ Indefinite

Clarification of Response (if Necessary)

Exhibit B attached hereto shows the number of investors on a state basis, and the aggregate amount of partnership units sold in each state.

**Item 14. Investors**Check this box ☐ if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

Enter the total number of investors who already have invested in the offering:

**86****Item 15. Sales Commissions and Finders' Fees Expenses**

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ **246,650.00**☐ Estimate

Clarification of Response (if Necessary)

Finders' Fees \$ **68,090.00**☐ Estimate

**Item 16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount

\$  ☐ Estimate

Clarification of Response (if Necessary)

All proceeds (after payment of printing fees, legal fees and broker commissions) will be used for costs of drilling and acquiring gas and/or oil wells or interests in drilling

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

**Terms of Submission.** In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees \*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

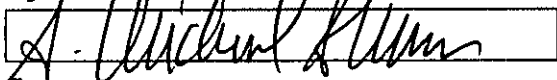
\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") (Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box ☐ and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Mountain V 2008-C Drilling Program

Signature



Name of Signer

S. Michael Shaver

Title

Manager of M.S. G. O., LLC, the general partner of Issuer

Date

11/26/ 08

Number of continuation pages attached:

1

## Item 3 Continuation Page

## Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Mountain V Oil & Gas, Inc.	(special limited partner)	
Street Address 1	Street Address 2	
104 Heliport Drive		
City	State/Province/Country	ZIP/Postal Code
Bridgeport	WV	26330
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Shaver	S.	Michael
Street Address 1	Street Address 2	
104 Heliport Drive		
City	State/Province/Country	ZIP/Postal Code
Bridgeport	WV	26330
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) manager of managing general partner		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

**EXHIBIT A  
TO  
FORM D**

**Name of Offering:** Issuance of General and Limited Partner Units in Mountain V 2008-C Drilling Program

**Item 12:** Sales Compensation

Baerenz , Frederick (sold in Virginia)  
CRD # - 2388453  
Pacific West Securities  
10130-F Colvin Run Rd.  
Great Falls, VA 22066

Barton, Steve C. (sold in Georgia)  
CRD # - 2788138  
QA3 Financial Corp.  
Physicians Planning Group, LLC  
7000 Central Parkway, Suite 1340  
Atlanta, GA 30328

Beetz, Bruce R. (sold in California)  
CRD # - 1527269  
Oak Tree Securities  
1576 Second Street #F  
Livermore, CA 94550

Breitenstein, Dennis (sold in Washington and Oregon)  
CRD # - 1013767  
Pacific West Securities  
3606 Main St., Ste. 100  
Vancouver, WA 98663

Brooks, Jeffrey (sold in California, Washington and Oregon)  
CRD # - 4412813  
Pacific West Securities  
3606 Main Street, Ste. 100  
Vancouver, WA 98663

Cayon, Brian D. (sold in Wisconsin)  
CRD # - 2961137  
QA3 Financial Corp.  
6944 N. Pt. Washington Road  
Milwaukee, WI 53217

**Item 12:** Sales Compensation (continued)

Dole, Alan J. (sold in Virginia)  
CRD# - 4904989  
QA3 Financial Corp.  
2550 Gaskins Road  
Richmond, VA 23238

Harkins, Jr., John L. (sold in Pennsylvania)  
CRD # - 237123  
Pacific West Securities, Inc.  
PO Box 220  
Newry, PA 16665

Heuchling, Ted (sold in Idaho and Montana)  
CRD # - 2108803  
Pacific West Securities  
415 N Higgins Ave Ste 9  
Missoula, MT 59802-4522

Hirschberger, Philip (sold in Florida)  
CRD # - 246777  
Investors Capital Corp.  
13 Classic Circle  
Mashpee, MA 02649

Jensen, Ryan D. (sold in Washington)  
CRD # - 2622218  
Pacific West Securities  
4210 198th Street SW., Ste 204  
Lynnwood, WA 98036

Kessler, Chad (sold in California)  
CRD # - 4960974  
C.K. Cooper  
18300 Von Karman Ave.  
Ste. 700 Irvine, CA 92612

Knowlton, Steven (sold in Utah)  
CRD # - 4527446  
IMS Securities, Inc.  
10205 Westheimer, Ste. 500  
Houston, TX 77042

**Item 12:** Sales Compensation (continued)

Larson, Dennis A. (sold in California)

CRD# - 302868

Oak Tree Securities

3075 Citrus Circle #103

Walnut Creek, CA 94598

Lundy, Ron (sold in Georgia and North Carolina)

CRD # - 4060961

QA3 Financial Corp.

Physicians Planning Group, LLC

2000 Central Parkway, Ste. 1340

Atlanta, GA 30328

McNair, Nancy E. (sold in Florida)

Retirement Investment Advisors, LLC

CRD # - 141416

32 Bear Creek Path

Ormond Beach, FL 32174

Mershon, Paul (sold in Arizona and Idaho)

CRD # - 709764

QA3 Financial

21090 N. Pima Road

Scottsdale, AZ 85255

Munson, Michael (sold in Arkansas)

CRD# - 2374215

Brookstone Securities

700 S. Walton Blvd., Ste. 100

Butonville, AR 72717

Nesseth, Jeff (sold in Colorado, Georgia, Illinois, California, Texas and North Carolina)

CRD # - 1983482

QA3 Financial Corp.

7000 Central Parkway, Ste. 1340

Atlanta, GA 30328

Pizarek, Mark (sold in California)

CRD # - 3216820

Oak Tree Securities

1576 Second Street #F

Livermore, CA 94550



**Item 12:** Sales Compensation (continued)

Redfearn, John (sold in Georgia and North Carolina)

CRD # - 2771876

QA3 Financial Corp.

Physicians Planning Group, LLC

2000 Central Parkway, Ste. 1340

Atlanta, GA 30328

Rourke, David A. (sold in Massachusetts)

CRD # - 2089364

QA3 Financial Group

56 Kearney Road

Needham, MA 02494

Spagnoli, Joseph D. (sold in California)

CRD # - 1781887

Pacific West Securities

5717 Sunrise Blvd.

Citrus Heights, CA 95610

Swayne, Joshua (sold in Washington)

CRD # - 4296721

Pacific West Securities

420 Boylston Avenue East

Seattle, WA 98102

Russo, Giovanni (sold in Virginia)

CRD# - 3181398

QA3 Financial Corp.

2550 Gaskins Road

Richmond, VA 23238

Walker, Roger C. (sold in Washington)

CRD# - 2800386

Pacific West Securities

555 S. Renton Village Pl., Ste. 700

Renton, WA 98055

**EXHIBIT B****Mountain V 2008-C Drilling Program  
Form D**

STATE	AGGREGATE AMOUNT OF PARTNERSHIP INTERESTS OFFERED AND SOLD	NUMBER INVESTORS
AR	\$20,000.00	1
AZ	\$305,000.00	8
CA	\$375,000.00	12
CO	\$50,000.00	1
FL	\$150,000.00	6
GA	\$407,000.00	10
ID	\$60,000.00	2
IL	\$25,000.00	1
MI	\$20,000.00	1
NC	\$50,000.00	1
OR	\$50,000.00	2
PA	\$40,000.00	1
MA	\$275,000.00	5
MT	\$10,000.00	1
TX	\$400,000.00	1
UT	\$50,000.00	1
VA	\$90,000.00	3
WA	\$757,500.00	26
WI	\$70,000.00	3
<b>TOTAL</b>	<b>\$3,204,500.00</b>	<b>86</b>

**END**